

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

<p>STATE OF OKLAHOMA, <i>etc.</i></p> <p style="text-align: center;">Plaintiffs</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Case No. 4:05-cv-00329-GKF-SAJ</p>
<p>vs.</p> <p style="text-align: center;">TYSON FOODS, INC., <i>et al.</i></p> <p style="text-align: center;">Defendants</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	

**ANSWER AND AFFIRMATIVE DEFENSES OF
CAL-MAINE FOODS, INC. AND CAL-MAINE FARMS, INC.
TO PLAINTIFFS' SECOND AMENDED COMPLAINT**

Defendants, Cal-Maine Foods, Inc. and Cal-Maine Farms, Inc. (collectively, “Cal-Maine”) in response to the Plaintiffs’ Second Amended Complaint do hereby allege and state as follows:

I. NATURE OF THE CASE

1. The allegations in Paragraph 1 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine specifically denies that it can properly be grouped with the other defendants as “Poultry Integrators,” that it has “thousands of farms throughout the Illinois River Watershed...,” that it generated “hundreds of thousands of tons of poultry waste” in the IRW or that it caused, or is responsible for, any alleged injury to the IRW. Cal-Maine denies any remaining allegations in Paragraph 1. Cal-Maine lacks sufficient knowledge or information to admit or deny any allegations relating to the other defendants in Paragraph 1.

II. JURISDICTION & VENUE

2. The allegations in Paragraph 2 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine denies the allegations in Paragraph 2. Further, neither Article 3, Section 2 of the United States Constitution nor any of the cited statutes vest any federal court with jurisdiction over any theory of “federal common law.” Additionally, jurisdiction over Counts 4, 6, 7, 8, 9, and 10 is specifically denied as it lies with the appropriate state agencies as dictated by Oklahoma law.

3. Cal-Maine admits that the Illinois River Watershed (“IRW”), including the lands, waters, and sediments therein, is situated, in part, in the Northern District of Oklahoma and in part in the State of Arkansas. The remaining allegations in Paragraph 3 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine denies the remaining allegations in Paragraph 3.

4. The allegations in Paragraph 4 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine denies the allegations in Paragraph 4 inasmuch as they relate to Cal-Maine. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 4 inasmuch as they relate to the other Defendants.

III. THE PARTIES

A. Plaintiff

5. The allegations in Paragraph 5 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine admits that Oklahoma is a sovereign state of the United States of America. It is further admitted that this action is prosecuted by the Attorney General in his capacity as *Parens Patriae*,

on behalf of all citizens or residents of Oklahoma. This defendant shows affirmatively that all citizens of Oklahoma are, therefore, plaintiffs. All potential jurors are also, therefore, plaintiffs. Accordingly, no issue in this action should be tried to a jury. To the extent further response is required, Cal-Maine denies the remaining allegations in Paragraph 5.

B. Defendants

6. The allegations in Paragraph 6 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 6.

7. The allegations in Paragraph 7 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 7.

8. The allegations in Paragraph 8 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 8.

9. The allegations in Paragraph 9 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 9.

10. The allegations in Paragraph 10 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required Cal-Maine admits that Cal-Maine Foods, Inc. and Cal-Maine Farms, Inc. (collectively “Cal-Maine”) are Delaware corporations with their principal places of business in Jackson, Mississippi. It is admitted that Cal-Maine, in the past, engaged in “poultry growing operations” within the IRW to the extent that it owned a relatively small number of layer chickens which

produced eggs which Cal-Maine marketed. Cal-Maine affirmatively states that it presently has no “poultry growing operations” in the IRW, and that it had no “poultry growing operations” in the IRW at the time this action was filed. The remainder of the allegations in paragraph 10 are denied.

11. The allegations in Paragraph 11 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine admits that Cal-Maine Foods, Inc. and Cal-Maine Farms, Inc. (collectively “Cal-Maine”) are Delaware corporations with their principal places of business in Jackson, Mississippi. It is admitted that Cal-Maine, in the past, engaged in “poultry growing operations” within the IRW to the extent that it owned a relatively small number of layer chickens which produced eggs which Cal-Maine marketed. Cal-Maine affirmatively states that it presently has no “poultry growing operations” in the IRW, and that it had no “poultry growing operations” in the IRW at the time this action was filed. The remainder of the allegations in paragraph 11 are denied.

12. The allegations in Paragraph 12 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 12.

13. The allegations in Paragraph 13 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 13.

14. The allegations in Paragraph 14 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 14.

15. The allegations in Paragraph 15 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 15.

16. The allegations in Paragraph 16 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 16.

17. The allegations in Paragraph 17 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 17.

18. The allegations in Paragraph 18 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 18.

19. Paragraph 19 of the Second Amended Complaint is a Plaintiff generated definition to which no response is required. To the extent a response is required, Cal-Maine

denies that they can properly be grouped together with the other defendants as “Poultry Integrator Defendants.”

20. Paragraph 20 of the Second Amended Complaint makes no specific allegations of fact and therefore, no response should be required. To the extent this paragraph is construed to make some allegations of fact, those allegations are denied.

IV. PLAINTIFFS’ FACTUAL ALLEGATIONS

A. The Illinois River Watershed

21. Cal-Maine admits that the IRW is located on the Oklahoma-Arkansas border, and that a portion of the IRW is located in Arkansas and a portion is located in Oklahoma. Cal-Maine lacks sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 21.

22. Cal-Maine admits that the major tributaries within the IRW are: the Illinois River, the Baron (a/k/a Barren) Fork River, the Caney Creek, and the Flint Creek. Cal-Maine lacks sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 22.

23. The allegations in Paragraph 23 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 23.

24. Cal-Maine admits that portions of the IRW have been and are used for recreational and wildlife propagation purposes and further that such recreational uses have been and are a substantial contributor to nutrients and “pollutants” in the waters of the IRW. Cal-Maine lacks sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 24.

25. Cal-Maine admits that the Illinois River feeds into Tenkiller Ferry Lake. Cal-Maine lacks sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 25.

26. Cal-Maine admits that portions of the IRW have been and are used for recreational purposes and further that these recreational uses have been and are a substantial contributor to nutrients and “pollutants” in the waters of the IRW. Cal-Maine lacks sufficient knowledge or information to admit or deny the remaining allegations in Paragraph 26.

27. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 27.

28. The allegations in Paragraph 28 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 28.

29. The allegations in Paragraph 29 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 29.

30. The allegations in Paragraph 30 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 30. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 30.

B. Plaintiffs' Allegations Claiming the Poultry Integrator Defendants' Domination and Control of the Actions and Activities of Their Respective Poultry Growers

31. Cal-Maine admits that they are in the business of producing and selling chicken eggs. To the extent the allegations of this paragraph allege that Cal-Maine is “in the business of producing poultry and/or poultry products” within the IRW, the allegations are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 31.

32. Cal-Maine admits that it is intimately involved in and controls each stage of its operations in its company-owned facilities. To the extent this paragraph alleges that Cal-Maine has the same involvement with and control of production through independent contract growers, the allegations are denied. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 32.

33. Cal-Maine admits that it either raises its chickens itself or contracts with independent contract growers to raise its chickens. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 33.

34. The allegations in Paragraph 34 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations directed against it in Paragraph 34. Cal-Maine lacks sufficient

knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 34.

35. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 35.

36. Cal-Maine denies the allegations of paragraph 36 as they apply to it. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 36.

37. Cal-Maine admits that it owns its chickens. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 37.

38. Cal-Maine admits those allegations of paragraph 38 that are directed to it. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 38.

39. Cal-Maine denies the allegations in paragraph 39. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 39.

40. Cal-Maine admits that it periodically visits the operations of its independent contract growers to ensure that standards are maintained. The remainder of the allegations of this paragraph are denied. To the extent the allegations of this paragraph allege that Cal-Maine

has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 40.

41. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations Paragraph 41. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied.

42. Cal-Maine denies the allegations in paragraph 42. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 42.

43. Cal-Maine denies the allegations in paragraph 43. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 43.

44. Cal-Maine denies the allegations in paragraph 44. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 44.

C. Plaintiffs' Allegations Regarding the Poultry Integrator Defendants' Poultry Waste Generation

45. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 45.

46. The allegations in Paragraph 46 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 46.

D. Plaintiffs' Allegations Claiming the Poultry Integrator Defendants' Improper Poultry Waste Disposal Practices and Their Impact

47. Cal-Maine denies the allegations in paragraph 47. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 47.

48. Cal-Maine denies the allegations in paragraph 48. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 48.

49. Cal-Maine denies the allegations in paragraph 49. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 49.

50. Cal-Maine denies the allegations in paragraph 50. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 50.

51. Cal-Maine denies the allegations in paragraph 51. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this

paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 51.

52. Cal-Maine denies the allegations in paragraph 52. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 52.

53. Cal-Maine denies the allegations in paragraph 53. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 53.

54. Cal-Maine denies the allegations in paragraph 54. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 54.

55. Cal-Maine denies the allegations in paragraph 55. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 55.

56. Cal-Maine denies the allegations in paragraph 56. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 56.

57. Cal-Maine denies the allegations in paragraph 57. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 57.

58. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 58.

59. Cal-Maine denies the allegations in paragraph 59. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 59.

60. The allegations in Paragraph 60 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 60.

61. The allegations in Paragraph 61 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 61.

62. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 62.

63. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 63.

E. Plaintiffs' Allegations Regarding the Reason for This Lawsuit

64. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 64.

65. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 65.

66. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 66.

67. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 67.

68. Cal-Maine denies the allegations in paragraph 68 as they relate to it. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 68.

V. CAUSES OF ACTION

A. Count 1: CERCLA Cost Recovery – 42 U.S.C. § 9607

69. Cal-Maine hereby incorporates by reference, as though fully set forth herein, its previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

70. Cal-Maine denies the allegations in paragraph 70. To the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 70.

71. The allegations in paragraph 71 are too vague for Cal-Maine to properly prepare a response. Out of an abundance of caution, Cal-Maine denies the allegations in paragraph 71. To

the extent the allegations of this paragraph allege that Cal-Maine has any operations within the IRW, the allegations of this paragraph are denied. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations directed against the other defendants in Paragraph 71.

72. The allegations in Paragraph 72 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 72.

73. The allegations in Paragraph 73 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 73.

74. The allegations in Paragraph 74 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 74.

75. The allegations in Paragraph 75 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 75.

76. The allegations in Paragraph 76 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 76.

B. Count 2: CERCLA Natural Resource Damage – 42 U.S.C. § 9607

77. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

78. Cal-Maine lacks sufficient knowledge or information to admit or deny the allegations in Paragraph 78.

79. The allegations in Paragraph 79 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 79.

80. The allegations of Paragraph 80 of the Second Amended Complaint are too vague for Cal-Maine to properly respond. In addition, the allegations in Paragraph 80 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 80.

81. The allegations in Paragraph 81 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 81.

82. The allegations in Paragraph 82 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 82.

83. The allegations in Paragraph 83 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 83.

84. The allegations in Paragraph 84 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 84.

85. The allegations in Paragraph 85 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 85.

86. The allegations in Paragraph 86 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 86.

87. The allegations in Paragraph 87 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 87.

88. The allegations in Paragraph 88 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 88.

C. Count 3: SWDA Citizen Suit

89. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

90. The allegations in Paragraph 90 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required and to the extent it relates to Cal-Maine, Cal-Maine admits receipt of the described letter. Cal-Maine lacks sufficient knowledge or information to admit or deny the remainder of the allegations in Paragraph 90.

91. The allegations in Paragraph 91 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 91.

92. The allegations in Paragraph 92 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 92.

93. The allegations in Paragraph 93 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 93.

94. The allegations in Paragraph 94 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 94.

95. The allegations in Paragraph 95 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 95.

96. The allegations in Paragraph 96 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 96.

D. Count 4: State Law Nuisance

97. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

98. The allegations in Paragraph 98 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 98.

99. The allegations in Paragraph 99 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 99.

100. The allegations in Paragraph 100 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 100.

101. The allegations in Paragraph 101 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 101.

102. The allegations in Paragraph 102 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 102.

103. The allegations in Paragraph 103 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 103.

104. The allegations in Paragraph 104 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 104.

105. The allegations in Paragraph 105 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 105.

106. The allegations in Paragraph 106 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 106.

107. The allegations in Paragraph 107 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 107.

E. Count 5: Federal Common Law Nuisance

108. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

109. The allegations in Paragraph 109 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 109.

110. The allegations in Paragraph 110 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 110.

111. The allegations in Paragraph 111 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 111.

112. The allegations in Paragraph 112 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 112.

113. The allegations in Paragraph 113 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 113.

114. The allegations in Paragraph 114 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 114.

115. The allegations in Paragraph 115 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 115.

116. The allegations in Paragraph 116 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 116.

117. The allegations in Paragraph 117 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 117.

F. Count 6: Trespass

118. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

119. The allegations in Paragraph 119 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 119.

120. The allegations in Paragraph 120 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 120.

121. The allegations in Paragraph 121 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 121.

122. The allegations in Paragraph 122 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 122.

123. The allegations in Paragraph 123 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 123.

124. The allegations in Paragraph 124 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 124.

125. The allegations in Paragraph 125 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 125.

126. The allegations in Paragraph 126 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 126.

G. Count 7: Violation of 27A Okla. Stat. § 2-6-105 & 2 Okla. Stat. § 2-18.1

127. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

128. The allegations in Paragraph 128 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 128.

129. The allegations in Paragraph 129 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 129.

130. The allegations in Paragraph 130 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 130.

131. The allegations in Paragraph 131 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 131.

H. Count 8: Violation of 2 Okla. Stat. § 10-9.7 and Oklahoma. Administrative Code § 35:17-5-5

132. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

133. The allegations in Paragraph 133 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 133.

134. The allegations in Paragraph 134 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 134.

135. The allegations in Paragraph 135 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 135.

I. Count 9: Violation of Oklahoma Administrative Code § 25:17-3-14

136. Cal-Maine incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

137. The allegations in Paragraph 137 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 137.

138. The allegations in Paragraph 138 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 138.

J. Count 10: Unjust Enrichment / Restitution / Disgorgement

139. Cal-Maine hereby incorporates by reference, as though fully set forth herein, their previous responses to the allegations in the preceding paragraphs of the Second Amended Complaint.

140. The allegations in Paragraph 140 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 140.

141. The allegations in Paragraph 141 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 141.

142. The allegations in Paragraph 142 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 142.

143. The allegations in Paragraph 143 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 143.

144. The allegations in Paragraph 144 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 144.

145. The allegations in Paragraph 145 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 145.

146. The allegations in Paragraph 146 of the Second Amended Complaint state conclusions of law to which no response is required. To the extent that a response is required, Cal-Maine denies the allegations in Paragraph 146.

VI. PRAYER FOR RELIEF

Cal-Maine denies that the plaintiff is entitled to the relief sought in its *ad damnum* including subparts (1) through (9) thereof. Cal-Maine denies that the plaintiff is entitled to any other relief, and Cal-Maine specifically denies that the plaintiff is entitled to a jury trial of any issue herein.

Cal-Maine denies each and every allegation of the Second Amended Complaint to the extent not expressly admitted herein.

AFFIRMATIVE DEFENSES

Cal-Maine asserts the following defenses herein:

I. FIRST DEFENSE

The Second Amended Complaint fails to state a claim upon which relief can be granted.

II. SECOND DEFENSE

This action is barred in whole or in part by the applicable statutes of limitation.

III. THIRD DEFENSE

This Action is barred by the doctrines of waiver and Estoppel.

IV. FOURTH DEFENSE

This action is barred by the failure of the plaintiffs to join indispensable parties.

V. FIFTH DEFENSE

All claims in the Second Amended Complaint are barred by the doctrine of laches, unclean hands, and *in pari delicto*.

VI. SIXTH DEFENSE

To the extent that the Second Amended Complaint seeks damages or injunctive relief with respect to “natural resources” owned by or held in trust for Indian Tribes, the Second Amended Complaint must be dismissed due to the Plaintiffs’ lack of standing.

VII. SEVENTH DEFENSE

The Second Amended Complaint is barred by the provisions of the Arkansas-Oklahoma Arkansas River Basin Compact.

VIII. EIGHTH DEFENSE

The Second Amended Complaint is barred by the Right to Farm Statutes codified at ARKANSAS CODE ANNOTATED § 2-4-101 *et seq.* and OKLA. STAT. , tit. 50 § 1.1.

IX. NINTH DEFENSE

To the extent that liability under the Second Amended Complaint is predicated on the claim that independent poultry farmers are or were the servants, employees or agents of Cal-Maine, all such claims are preempted by the provisions of the Packers and Stockyards Act, 7 U.S.C. § 181, *et. seq.*

X. TENTH DEFENSE

The state common law claims of nuisance, trespass and unjust enrichment are precluded by the existence and provisions of the Oklahoma Registered Poultry Feeding Operations Act, OKLA. STAT., tit. 2 § 10-9.1, *et seq.* and the Oklahoma Concentrated Animal Feeding Operations Act, OKLA. STAT., tit. 2 § 9-201, *et seq.*

XI. ELEVENTH DEFENSE

The Second Amended Complaint's claim for "cost recovery" under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. § 9601, *et seq.*, is barred by the plaintiffs' status as a potentially responsible party.

XII. TWELFTH DEFENSE

All claims for relief pursuant to the Solid Waste Disposal Act ("RCRA"), 42 U.S.C. § 6972, are barred by plaintiffs' lack of standing to pursue a claim under the citizen suit provisions of that statute.

XIII. THIRTEENTH DEFENSE

All claims for relief pursuant to RCRA are barred because poultry litter used as a fertilizer is not a "solid waste" within the meaning of RCRA.

XIV. FOURTEENTH DEFENSE

This action is barred in whole or in part because plaintiffs failed to provide adequate pre-suit notice in compliance with 42 U.S.C. §6972(a)(1)(B), (b)(2)(A), and 40 C.F.R. §254.3.

XV. FIFTEENTH DEFENSE

All claims are barred in whole or in part because the statutory or regulatory provisions upon which they are based are unconstitutionally void for vagueness or otherwise violate due process.

XVI. SIXTEENTH DEFENSE

The state law claims in the Second Amended Complaint are barred under the doctrines of state sovereignty and comity. The claims amount to an impermissible attempt by the State of Oklahoma to use its statutes and its own common law tort theories of liability to restrict or modify the regulatory authority of the State of Arkansas, and to impose economic sanctions on

the defendants with the intent of changing the defendants' lawful conduct in the State of Arkansas. Such claims are barred by the Commerce Clause, the Due Process Clause of the 14th Amendment, and the federalism principles inherent in the structure of the United States Constitution.

XVII. SEVENTEENTH DEFENSE

The common law claims asserted in Counts 4, 6, and 10 of the First Amended Second Amended Complaint are precluded by Oklahoma's statutory and regulatory programs governing the conduct at issue.

XVIII. EIGHTEENTH DEFENSE

The common law claims asserted in Counts 7, 8, and 9 are barred under the doctrine of primary jurisdiction.

XIX. NINETEENTH DEFENSE

The common law claims asserted in the Second Amended Complaint are barred because the State of Oklahoma has failed to exhaust the available and mandatory state administrative remedies which the State of Oklahoma itself has established.

XX. TWENTIETH DEFENSE

Some or all the claims are barred under the doctrines of comparative or contributory fault and/or negligence because to the extent, if any, which the actions complained of have caused any damages or injury to the IRW, the plaintiffs have engaged in acts or omissions which have caused or contributed to those damages or injuries.

XXI. TWENTY-FIRST DEFENSE

The plaintiff's claim for punitive damages is barred by the Fifth, Sixth, Eighth, and Fourteenth Amendments to the United States Constitution, and by the Constitution of Oklahoma,

because the standards for imposing and assessing punitive damages are unconstitutionally vague. In addition, the application of such standards is arbitrary, capricious, and not rationally related to any legitimate governmental interest.

XXII. TWENTY-SECOND DEFENSE

Any award of punitive damages that is not based on the guidelines set forth in BMW of North America, Inc. v. Gore, 517 U.S. 559 (1996) and its progeny, including Cooper Indus. Inc. v. Leatherman Tool Group, Inc., 532 U.S. 424 (2001), would violate this defendant's rights under the Due Process Clause, the Fourteenth Amendment, and other provisions of the United States Constitution.

XXIII. TWENTY-THIRD DEFENSE

Cal-Maine has no present production or facilities in the Illinois River Watershed ("IRW"), nor did it have any production or facilities in the IRW at the time this action was filed. Accordingly, any claim for injunctive relief against Cal-Maine is moot.

XXIV. TWENTY-FOURTH DEFENSE

For the period of time in which Cal-Maine had operations in the IRW, its operations were on such a small scale that even if those operations affected the IRW in any manner, which is denied, such effects were at most *de minimis*, and caused no injuries of any nature to the IRW.

XXV. TWENTY-FIFTH DEFENSE

Cal-Maine is not associated with or affiliated with any of the other defendants. Cal-Maine has not otherwise acted in concert or combination with any other defendant. The Second Amended Complaint improperly attempts to combine Cal-Maine with the other defendants under the designation, "Poultry Integrators." Cal-Maine is not responsible for the actions of any of the other defendants herein.

XXVI. TWENTY-SIXTH DEFENSE

Cal-Maine does not, and has never, spread or applied manure in the IRW. The manure produced by Cal-Maine chickens when Cal-Maine had a small presence in the IRW was a safe, legal, and valuable product which various independent contract growers and others obtained as the result of bargain or purchase. On information and belief, those persons used the manure in a legal manner for routine, beneficial, and legal agricultural purposes. The injuries and damages, if any, alleged in the Second Amended Complaint have been caused by the acts and/or omissions of third parties over whom Cal-Maine had no control or right to control and for whose conduct Cal-Maine is not legally responsible.

XXVII. TWENTY-SEVENTH DEFENSE

Plaintiffs lack standing to assert some or all of the claims in the Second Amended Complaint.

XXVIII. TWENTY-EIGHTH DEFENSE

Some or all of the claims asserted in the Second Amended Complaint are preempted by the Clean Water Act and /or other provisions of federal law.

XXIX. TWENTY-NINTH DEFENSE

Some or all of the claims asserted in the Second Amended Complaint based upon federal common law fail to state a claim upon which relief can be granted because there is no federal common law that governs the conduct alleged in the Second Amended Complaint.

XXX. THIRTIETH DEFENSE

The Second Amended Complaint's claim for relief pursuant to RCRA is barred because poultry litter used as a fertilizer is not a "solid waste" within the meaning of RCRA.

XXXI. THIRTY-FIRST DEFENSE

The Second Amended Complaint's claim for relief pursuant to RCRA is precluded by the provisions of the Clean Water Act.

XXXII. THIRTY-SECOND DEFENSE

The Second Amended Complaint's claims for relief pursuant to RCRA and CERCLA are barred by exemptions and exclusions contained within those statutes.

XXXIII. THIRTY-THIRD DEFENSE

Some or all of Plaintiffs' claims are not actionable under 42 U.S.C. § 6972(b)(2)(c)(ii) and/or (iii).

XXXIV. THIRTY-FOURTH DEFENSE

Some or all of the Plaintiffs are not the real parties in interest as to some or all of the claims and damages alleged in the Second Amended Complaint.

XXXV. THIRTY-FIFTH DEFENSE

Plaintiffs' claims are barred in whole or in part because Plaintiffs have failed to mitigate their alleged damages.

XXXVI. THIRTY-SIXTH DEFENSE

Some or all of Plaintiffs' claims are not amendable to judicial resolution because of the primary jurisdiction doctrine and the authority of the Oklahoma Department of Environmental Quality, the Oklahoma Department of Agriculture, Food and Forestry, other Oklahoma state agencies, the Arkansas Department of Environmental Quality, the Arkansas Department of Health, the Arkansas Forestry Commission, the Arkansas Soil and Water Conservation Commission, other Arkansas state agencies, and the United States Environmental Protection Agency.

XXXVII. THIRTY-SEVENTH DEFENSE

Some or all of Plaintiffs' claims are not amenable to judicial resolution because they present a political question.

XXXVIII. THIRTY-EIGHTH DEFENSE

Some or all of Plaintiffs' claims are preempted by rules or regulations issued pursuant to the authority of the United States of America and/or the State of Oklahoma or the State of Arkansas.

XXXIX. THIRTY-NINTH DEFENSE

Some or all of Plaintiffs' claims are not actionable under the federal and/or state statutes and regulations identified in the Second Amended Complaint.

XL. FORTIETH DEFENSE

The Plaintiffs do not state a cause of action for nuisance because the Plaintiffs have neither alleged nor suffered a particularized injury.

XLI. FORTY-FIRST DEFENSE

No injunctive relief should be awarded because Plaintiffs have an adequate remedy at law.

XLII. FORTY-SECOND DEFENSE

No injunctive relief should be awarded because Plaintiffs have not suffered irreparable harm.

XLIII. FORTY-THIRD DEFENSE

The Plaintiffs' claim of trespass should be dismissed because the Plaintiffs do not have a sufficient legal interest in any property allegedly affected by any claimed actions or omissions of Cal-Maine.

XLIV. FORTY-FOURTH DEFENSE

Cal-Maine expressly reserves the right to raise such additional affirmative defenses as may be established during discovery and by the evidence in this case.

WHEREFORE, Cal-Maine asks that judgment be entered:

1. Dismissing the Second Amended Complaint with prejudice; and
2. Awarding Cal-Maine its costs, attorney fees, and such other and further relief as the Court deems just and proper.

Respectfully submitted,

By: /s/ Robert P. Redemann

Robert P. Redemann, Esq., OBA #7454
Lawrence W. Zeringue, Esq., OBA #7454
David C. Senger, Esq., OBA #18830
PERRINE, MCGIVERN, REDEMANN, REID,
BERRY & TAYLOR, P.L.L.C.
P.O. Box 1710
Tulsa, OK 74101-1710
Telephone: (918) 382-1400
Facsimile: (918) 382-1499
Email: rredemann@pmrlaw.net
lzingue@pmrlaw.net
dsenger@pmrlaw.net

Robert E. Sanders, Esq.
E. Stephen Williams, Esq.
YOUNGWILLIAMS P.A.
P.O. Box 23059
Jackson, MS 39225-3059
Telephone: (601) 948-6100
Facsimile: (601) 355-6136
Email: rsanders@youngwilliams.com
swilliam@youngwilliams.com

**ATTORNEYS FOR DEFENDANTS,
CAL-MAINE FARMS, INC. AND
CAL-MAINE FOODS, INC.**

Certificate of Service

I HEREBY CERTIFY that on the 15th day of August, 2007, I electronically transmitted the foregoing document to the following:

W. A. Drew Edmondson, Attorney General	drew_edmondson@oag.state.ok.us
Kelly Hunter Burch, Assistant Attorney General	kelly_burch@oag.state.ok.us
J. Trevor Hammons, Assistant Attorney General	trevor_hammons@oag.state.ok.us
Robert D. Singletary	robert_singletary@oag.state.ok.us
Tina L. Izadi	tina_izadi@oag.state.ok.us

Douglas Allen Wilson	doug_wilson@riggsabney.com
Melvin David Riggs	driggs@riggsabney.com
Richard T. Garren	rgarren@riggsabney.com
Sharon K. Weaver	sweaver@riggsabney.com
Robert Allen Nance	rnance@riggsabney.com
Joseph P. Lennart	jlennart@riggsabney.com
D. Sharon Gentry	sgentry@riggsabney.com
Riggs Abney Neal Turpen Orbison & Lewis	

J. Randall Miller	rmiller@mkblaw.net
Louis W. Bullock	lbullock@mkblaw.net
Miller Keffer & Bullock	

David P. Page	dpage@edbelllaw.com
Bell Legal Group	

William H. Narwold	bnarwold@motleyrice.com
Elizabeth C. Ward	lward@motleyrice.com
Frederick C. Baker	fbaker@motleyrice.com
Lee M. Heath	lheath@motleyrice.com
Elizabeth Claire Xidis	exidis@motleyrice.com
Jonathan D. Orent	jorent@motleyrice.com

Motley Rice
COUNSEL FOR PLAINTIFFS

Stephen L. Jantzen	sjantzen@ryanwhaley.com
Patrick M. Ryan	pryan@ryanwhaley.com
Paula M. Buchwald	pbuchwald@ryanwhaley.com
Ryan Whaley & Coldiron, P.C.	

Mark D. Hopson	mhopson@sidley.com
Jay Thomas Jorgenson	jjorgensen@sidley.com
Timothy K. Webster	twebster@sidley.com
Sidley Austin LLP	

Robert W. George
Michael R. Bond
Erin W. Thompson
Kutak Rock LLP
**COUNSEL FOR TYSON FOODS, INC.,
TYSON POULTRY, INC., TYSON CHICKEN
INC., AND COBB-VANTRESS, INC.**

robert.george@kutakrock.com
michael.bond@kutakrock.com
erin.thompson@kutakrock.com

R. Thomas Lay
Kerr, Irvine, Rhodes & Ables

rtl@kiralaw.com

Jennifer S. Griffin
David G. Brown
Lathrop & Gage, L.C.
**COUNSEL FOR WILLOW BROOK FOODS,
INC.**

jgriffin@lathropgage.com
dbrown@lathropgage.com

John H. Tucker
Rhodes Hieronymus, Jones, Tucker & Gable, PLLC

jtuckercourts@rhodesokla.com

Delmar R. Ehrich
Faegre & Benson, LLP
**COUNSEL FOR CARGILL, INC. AND
CARGILL TURKEY PRODUCTION LLC**

dehrich@faegre.com

George W. Owens
Randall E. Rose
The Owens Law Firm, P.C.

gwo@owneslawfirmnpc.com
rer@owenslawfirmnpc.com

James M. Graves
Gary V. Weeks
Bassett Law Firm
**COUNSEL FOR GEORGE'S INC. AND
GEORGE'S FARMS, INC.**

jgraves@bassettlawfirm.com
gweeks@bassettlawfirm.com

John R. Elrod
Vicki Bronson
Bruce W. Freeman
Conner & Winters, LLP
COUNSEL FOR SIMMONS FOODS, INC.

jelrod@cwlaw.com
vbronson@cwlaw.com
bfreeman@cwlaw.com

A. Scott McDaniel
Nicole M. Longwell
Philip D. Dixon
McDaniel Law Firm

smcdaniel@mcdaniel-lawfirm.com
nlongwell@mcdaniel-lawfirm.com
phixon@mcdaniel-lawfirm.com

Sherry P. Bartley
Mitchell Williams Selig Gates & Woodyard

sbartley@mwsgw.com

COUNSEL FOR PETERSON FARMS, INC.

Michael D. Graves.

mgraves@hallestill.com

Dale Kenyon Williams, Jr.

kwilliams@hallestill.com

**COUNSEL FOR CERTAIN POULTRY
GROWERS**

Dustin McDaniel, Attorney General

stacy.johnson@arkansasag.gov

Justin Allen

justin.allen@arkansasag.gov

Jim DePriest

jim.depriest@arkansasag.gov

COUNSEL FOR STATE OF ARKANSAS

Charles Livingston Moulton

Charles.Moulton@arkansasag.gov

**COUNSEL FOR ARKANSAS NATURAL
RESOURCES COMMISSION**

Dated: August 15, 2007

s/ Robert P. Redemann
